IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

	Emergency Hearing Requested
Debtors.) Joint Administration Pending
ROULY, INC.) CASE NO. 15-34739
DIVERSE ENERGY SYSTEMS, LLC d/b/a LEAN TECHNOLOGIES, LLC)) CASE NO. 15-34738)
SCRIBNER INDUSTRIES, INC.) CASE NO. 15-34737
DIVERSE ENERGY SYSTEMS, LLC) CASE NO. 15-34736
In re:)) CHAPTER 11 CASES

DEBTORS' EMERGENCY MOTION FOR THE ENTRY OF INTERIM AND FINAL ORDERS AUTHORIZING THE USE OF CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Diverse Energy Systems, LLC ("<u>Diverse Holdings</u>"), Scribner Industries, Inc. ("<u>Scribner</u>"), Diverse Energy Systems, LLC d/b/a Lean Technologies, LLC ("<u>Diverse</u>"), and Rouly, Inc. ("<u>Rouly</u>" and, collectively with Diverse Holdings, Scribner, and Diverse, the "<u>Debtors</u>"), as debtors and debtors in possession, file this Motion (the "<u>Motion</u>") pursuant to section 363 of the Bankruptcy Code and FED. R. BANKR. P. 4001(b), for entry of interim and final orders authorizing the use of cash collateral and granting adequate protection. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

A. Procedural Background

- 2. On September 7, 2015 (the "Petition Date"), the Debtors filed voluntary petitions for relief in this Court under chapter 11 of the Bankruptcy Code.
- 3. The Debtors continue to operate their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.
- 4. To date, no creditors' committee has been appointed in the Debtors' cases by the United States Trustee. Further, no trustee or examiner has been requested or appointed in these chapter 11 cases.

B. The Debtors' Business

- 1. Corporate Structure
- 5. Diverse Holdings was formed in November 2011 as a Texas limited liability

company. Diverse Holdings acquired Diverse, a North Dakota company, in 2012 and is the sole owner and direct parent of Diverse. Since Diverse Holdings' acquisition of Diverse, all of the Debtors' business, including subsequent acquisitions, has been conducted through Diverse, while Diverse Holdings has remained a holding company. Diverse is the owner and direct parent of Scribner, which, in turn, is the owner and direct parent of Rouly.

6. Diverse also directly owns Acquisitions Finance Group, Inc., which is the owner and direct parent of ITS Engineered Systems, Inc. ("ITS").¹ Thus, Diverse is the indirect parent of ITS.

2. Nature of the Debtors' Business

- 7. Diverse is a provider of integrated solution platforms for upstream and midstream customers in the natural gas production, oil production, and water treatment industries. Diverse manufactures new oil and gas field service equipment to be sold on a single unit basis or as a group. Diverse also manufactures certain types of equipment, primarily artificial lift, power generation and vapor recovery units, to be used in its rental fleet. Regardless of whether a customer chooses to lease or purchase the equipment, it is configured to appropriately accommodate the characteristics of the specific application it will service. Additionally, Diverse offers support and maintenance service to its customers for both leased and owned equipment. Headquartered in Houston, Texas, Diverse has personnel and facilities in every major oil and gas basin and over 250,000 sq. ft. of production space with manufacturing facilities in Hobbs, New Mexico, Katy and Odessa, Texas, and Grafton, North Dakota.
- 8. At the close of 2012, Diverse acquired Scribner and Rouly, which provided it with a 5,000 square foot manufacturing facility and office in Odessa, Texas, and a 10,000 square foot manufacturing facility in Hobbs, New Mexico, to support the Debtors' operations in the Permian Basin.

¹ In addition to ITS, Acquisitions Finance Group, Inc. also owns an entity called ITS Water Solutions, Inc.

9. In order to build an infrastructure capable of supporting substantial continued revenue growth, Diverse made significant investments in SG&A and facilities in 2012, 2013 and 2014. As the Company was poised to take advantage of an increase in revenue related to the boom in U.S. fracking, the industry slowed as the price of oil plummeted, leaving Diverse with an inflated cost structure for the current revenue level. As a result, the Debtor's management has been forced to make difficult but necessary adjustments to rightsize the Company, reducing personnel and employee benefits, in order to conserve cash.

C. Relationship between Diverse and ITS Engineered Systems, Inc.

- 10. As noted above, Diverse is the indirect parent ITS. ITS filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code on April 17, 2015. ITS's bankruptcy case is currently pending in this Court as Case No. 15-32145 (KKB).
- 11. Pursuant to the terms of a certain Promissory Note dated September 1, 2013, Diverse loaned ITS up to the sum of \$3,000,000.00 on a revolving basis. In conjunction with such borrowing, ITS executed a certain Security Agreement dated September 1, 2013, granting Diverse a security interest in substantially all of ITS's assets. Diverse filed a UCC financing statement with the Texas Secretary of State on September 12, 2013 (collectively the "Diverse Credit Facility"). As of the petition date in ITS's bankruptcy case, the amount owing under the Diverse Credit Facility was approximately \$1,365,404.57.
- On May 22, 2015, the Court entered its *Final Order (I) Authorizing Use of Cash Collateral and Grant of Adequate Protection, and (II) Authorizing Post-Petition Financing* (the "ITS DIP Financing Order")² in the ITS bankruptcy case. In accordance with the ITS DIP Financing Order, Diverse has provided ITS debtor-in-possession financing to enable ITS to pay operating expenses and other administrative expenses of ITS's bankruptcy estate. As described in the *Debtors' Emergency Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I)*

² See ITS Docket No. 60.

Continue Using Their Cash Management System, (II) Maintain Their Existing Bank Accounts and Business Forms, (III) Continue Transactions with ITS Engineered Systems, Inc., and (IV) Granting Related Relief (the "Cash Management Motion") filed concurrently herewith, the Debtors seek to continue their existing cash management system, which would include continuing to provide financing to ITS pursuant to the ITS DIP Financing Order on a post-petition basis.

D. <u>Alerus's Indebtedness</u>

- Diverse's primary prepetition secured lender is Alerus Financial, N.A. ("Alerus"). Diverse has the following loans with Alerus: (i) a \$10,000,000 revolving line of credit (Loan A); (ii) a \$1.25 million equipment term loan (Loan B); (iii) a \$1.5 million Phase II equipment acquisition loan (Loan C); (iv) a \$2.1 million construction loan (Loan D); (v) a \$500,000 property term note for a field services center in Berthold, North Dakota (Loan E); and (vi) a \$600,000 construction loan for fabrication shop in Grafton, North Dakota (Loan F). The Alerus loans are generally secured by Diverse's land and any improvements thereon in North Dakota, including its manufacturing facility in Grafton, field services property in Berthold, and fabrication shop in Grafton, as well as by Diverse's rents and profits, inventory, accounts, deposit accounts, general intangibles, and equipment (the "Prepetition Collateral").3
- 14. Because Alerus's Prepetition Collateral includes accounts and deposit accounts, Alerus likely asserts a security interest in certain of the Debtors' cash and cash equivalents on hand as of the Petition Date and to be received post-petition as proceeds of the Prepetition Collateral (the "Cash Collateral").

RELIEF REQUESTED

15. By this Motion, the Debtors seek interim and final orders authorizing the use of Cash Collateral pursuant to section 363(c) of the Bankruptcy Code. The Debtors request authority

³ Nothing herein shall be construed as an admission or waiver by the Debtors as to the amount of Alerus's prepetition claim or the validity, priority, or extent of Alerus's asserted liens on the Debtors' assets. The Debtors reserve all rights with respect to these issues.

to use Cash Collateral in accordance with the Budget attached hereto as **Exhibit "A"** (the "<u>Budget</u>") on an interim basis, and in accordance with subsequent budgets hereafter approved by the Court on a final basis.

- 16. In addition, under sections 361 and 363(e) of the Bankruptcy Code, the Debtors seek to grant adequate protection to Alerus for any diminution of the value of the Prepetition Collateral (as defined below) as a result of the use of Cash Collateral through the issuance of a replacement lien in favor of Alerus on Cash Collateral generated post-petition.
- 17. The relief requested herein is necessary to prevent immediate and irreparable harm to the Debtors' chapter 11 estates and permit the Debtors to continue to operate their businesses and to satisfy their direct operating expenses and other administrative expenses of their estates. The Debtors request approval for interim use of Cash Collateral through October 11, 2015, on an interim basis (the "Interim Order") and thereafter on a permanent basis (the "Final Order").
- 18. The Debtors assert that the interests of the Alerus in the Prepetition Collateral are adequately protected. Moreover, to the extent of any diminution in value in Alerus's Cash Collateral occasioned by the Debtors' use of such Cash Collateral, the Debtors propose to grant Alerus replacement liens in cash generated post-petition to ensure that Alerus's interests are adequately protected. Further, the Debtors' continued use of the Prepetition Collateral maximizes the position of all of the Debtors' creditors, including Alerus. Without the use of the Cash Collateral, the Debtors would be unable to pay their operating expenses, which, in turn, would force them to cease operating. The Debtors businesses and their assets, including the Prepetition Collateral, are far more valuable as a going concern than they would be if the Debtors were forced to cease operations. Moreover, the Debtors' ongoing operations benefit Alerus in that new Cash Collateral is created.
- 19. At the present time, an immediate and critical need exists for the Debtors to be permitted access to funds in order to continue their business operations, to pay their operating

expenses, and to protect the going concern value of their businesses.

- 20. Pursuant to section 363(c)(2)(B) of the Bankruptcy Code, the Debtors request that the Court authorize and approve the Debtors' use of Cash Collateral for the payment of their expenses in accordance with the Budget and with subsequently approved budgets. To remain in possession of their property, to continue their business activity, and to preserve their going concern value, the Debtors request use of Cash Collateral in the Debtors' ordinary business operations. The Debtors believe that payment of operating expenses is reasonable and that such payment is for necessary business expenses which must be paid in order to continue the Debtors' business operations.
- 21. In the event the Court does not authorize the Debtors' proposed use of Cash Collateral, the Debtors believe that the Debtors will be seriously and irreparably harmed, resulting in significant losses to the Debtors' estates and their creditors.
- 22. In filing this Motion, the Debtors do not admit that Alerus holds valid, perfected, enforceable or unavoidable prepetition liens and security interest in and to any of the Prepetition Collateral. The Debtors do not waive the right to contest the validity, perfection, enforceability, or avoidability of Alerus's liens and security interests in and to the Prepetition Collateral.

APPLICABLE AUTHORITY

One of the Debtors' most pressing concerns is the need for immediate use of Cash Collateral pending a final hearing on this Motion. Rule 4001(b) and (c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") provide that a final hearing on a motion to use cash collateral pursuant to section 363 of the Bankruptcy Code may not be commenced earlier than fourteen (14) days after the service of such motion. See FED. R. BANKR. P. 4001(b) and (c); 11 U.S.C. § 363. Upon request, however, the Court is empowered to conduct a preliminary expedited hearing on the motion and authorize the restricted use of cash collateral to the extent necessary to avoid immediate and irreparable damage to the debtor's estate. The Debtors require

use of Cash Collateral to pay present operating expenses and other administrative expenses of the Debtors' estates.

- 24. The Debtors request immediate authority to use the Cash Collateral to fund the Debtors' day-to-day operations in accordance with the Budget. Absent such relief, the Debtors will not be able to continue to operate their business. In sum, failure to obtain authorization for the use of the Cash Collateral will be disastrous to the Debtors and their creditors. Entry of an order authorizing the use of Cash Collateral will minimize disruption to the Debtors' business and operations and permit the Debtors continue operations. Absent use of the Cash Collateral, the Debtors' estates would not have sufficient funds to satisfy their ongoing business obligations. Allowing use of Cash Collateral, therefore, is in the best interest of the Debtors' estates.
- 25. The use of Cash Collateral and the adequate protection proposed herein is fair and reasonable under the circumstances, reflects the Debtors' exercise of prudent business judgment, and is supported by reasonably equivalent value and fair consideration. Also, the adequate protection proposed herein in the form of replacement liens, in addition to its existing liens in the Prepetition Collateral, is sufficient to protect the interests of Alerus. As such, the Debtors should be afforded protections equivalent to those provided in section 364(e) of the Bankruptcy Code.
- 26. The relief requested herein should ensure that the Debtors' chapter 11 estates have sufficient resources to commence their chapter 11 case and to provide a seamless transition to operating their business as debtors-in-possession. The Debtors request that the Court grant the Motion.

NOTICE

27. Notice of this Motion has been provided to (i) the office of the United States Trustee for the Southern District of Texas, (ii) the holders of the twenty (20) largest unsecured claims against the Debtors, (iii) Alerus, and (iv) all other parties requesting notice in these chapter 11 cases. The Debtors respectfully submit that no other or further notice need be provided.

EMERGENCY HEARING REQUESTED

28. The Debtors have an immediate need for the relief requested in this Motion. Accordingly, the Debtors request that the Court conduct an emergency interim hearing on the Motion at the earliest date available on its docket and, following such emergency hearing, enter an interim order granting the Motion.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) grant the Motion; (ii) enter an Interim Order permitting the Debtors to use Cash Collateral consistent with the Budget; (iii) after a final hearing on this Motion, enter a Final Order permitting the Debtors to use Cash Collateral on a final basis as provided herein; (iv) grant Alerus replacement liens in the Cash Collateral as provided herein; and (v) grant all such other and further relief as is just and proper.

Dated: September 7, 2015

Respectfully submitted,

/s/ J. Robert Forshey
J. Robert Forshey
State Bar No. 07264200
Suzanne K. Rosen
State Bar No. 00798518
Clarke V. Rogers
State Bar No. 24052901
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PROPOSED ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the parties listed on the attached service list via United States Mail, first class postage prepaid, on September 8, 2015 and via ECF electronic Notice, if available, on September 7, 2015.

/s/ J. Robert Forshey
J. Robert Forshey

CERTIFICATE OF ACCURACY

The undersigned hereby certifies that the facts contained in the foregoing Motion are true and correct to the best of his knowledge.

/s/ Todd A. Hass
Todd A. Hass
Authorized Representative of the Debtors

CERTIFICATE OF CONFERENCE

Both counsel and the financial professionals for the Debtors have been in frequent communication for a number of weeks, including calls on September 4 and 7, 2015. A draft of this Motion, the proposed order and the proposed cash collateral budget have been forwarded to counsel for Alerus at approximately 2:00 p.m. on September 7, 2015. Debtor is awaiting the final response from Alerus' counsel to the proposed documents and budget.

/s/ J. Robert Forshey
J. Robert Forshey

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EXHIBIT "A"

Diverse

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
	44.4.04.7	200 447	440.040	420 202
Beginning Cash	414,917	388,447	449,948	120,382
Diverse DIP Loan				
	(50.446)	25 244	(46,000)	10.627
ITS DIP Loan (advance) payment	(59,116)	35,311_	(46,998)	10,627
Inflow:				
AR Collections - Current	311,811	311,811	311,811	311,811
AR Collections - New	-	-	_	-
Capital Contributions	-	-	-	-
Bariven / PDVSA	-		-	_
Sales Tax	-	-		-
Total Inflows	311,811	311,811	311,811	311,811
0.45				
Outflow:			63,139	
Payroll - Direct & Shop OH	-		216,308	<u>-</u>
Payroll - SG&A		-		
401k \ Health Savings	6,000		9,600	6,000
Materials to Purchase (current orders)	78,760	78,760	78,760	78,760
Materials to Purchase (new orders)	-	-	-	
Bariven \ PDVSA	-	-	-	-
ITS to Diverse charge \ DIP advance	150,000	150,000	150,000	150,000
Rents		<u>-</u>	4,741	19,500
Recurring Pymts		-	41,424	12,980
Utilities	3,495	610	6,157	22,070
Legal \ Professional fees	12,000	37,000	5,000	30,000
US Trustee Fees	-	-	-	-
General Expenses (i.e. shop expenses)	18,691	19,251	19,251	18,691
Adequate Protection Payments	10,219	-	-	-
Insurance (Health and Life)		-	-	84,080
Total Outflows	279,166	285,621	594,380	422,082
Ending Cash	388,447	449,948	120,382	20,738
Total Consolidated Cash	388,447	449,948	120,382	20,738
Difference	-	-	-	0

ITS

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
Inflow:				
Revenue from Diverse \ DIP advance	150,000	150,000	150,000	150,000
Outflow:				
Payroll - Direct & Shop OH	112,308	_	101,100	-
Payroll - SG&A	13,009	-	13,009	_
401k	3,400	-	3,400	
** Rents	_		-	-
Recurring Payments	-	-	-	-
Utilities	350	10,200	-	-
Materials in Manufacturing	66,240	66,240	66,240	66,240
Shop Overhead expenses	3,249	3,249	3,249	3,249
Legal and Professional Fees	10,000	35,000	10,000	25,000
Bank Fees	560			560
U.S. Trustee Fees	-	· <u>-</u>	-	-
Diverse Management Fee				-
Insurance (Property, Umbrella, Health and	-	-	-	44,324
Total Outflows	209,116	114,689	196,998	139,373
Not Cook Flours	(50.116)	25 211	(46,009)	10 627

Total Outflows	209,116	114,689	196,998	139,373
Net Cash Flows	(59.116)	35.311	(46.998)	10.627

Diverse has a DIP loan facility to ITS and which has been previously approved by the Bankruptcy Court as a part of the ITS bankruptcy case. ITS will continue to manufacture goods for Diverse but, in order to do so, ITS will require additional advances on the DIP loan from Diverse to fund overhead and manufacturing costs.

The DIP loan is administered between ITS and Diverse as follows:

- Diverse contracts with ITS to fabricate goods for a price equal to ITS' cost plus 10%;
- Diverse then makes cash advances against the DIP facility to ITS to fund its expenses;
- 3. ITS charges Diverse for the cost of the constructing the goods in accordance with the contract, *i.e.* 110% of cost; and
- 4. Diverse then satisfies ITS' charges for fabricating the goods by offsetting ITS' charges against the outstanding balance of the DIP loan.

The cash collateral budget reflects this arrangement in terms of cash changing hands. The amounts projected to be advanced by Diverse to ITS are reflected in "Inflow" line of the ITS sheet as "Revenue from Diverse/DIP Loan Advance". Because no cash changes hands when ITS is "paid" by Diverse for the goods so manufactured through a credit against the outstanding balance of the DIP loan, that transaction does not appear on this cash budget. What appears on the Diverse portion of the cash budget is the collection of the accounts receivable by Diverse as Diverse's customers pay for the goods which were fabricated by ITS and sold by ITS to Diverse.

Consolidated

Description	9/7/2015	9/14/2015	9/21/2015	9/28/2015
Beginning Cash	414,917	388,447	449,948	120,382
DIP Loan	_			_
Dir Eddir	-	-		
Inflow:				
AR Collections - Current	311,811	311,811	311,811	311,811
AR Collections - New \ Misc				
Capital Contributions				
Bariven / PDVSA				
Sales Tax				
	244.044	244 044	244.044	244.044
Total Inflows	311,811	311,811	311,811	311,811
Outflow:				
Payroll - Direct & Shop OH	112,308	-	164,239	-
Payroll - SG&A	13,009	-	229,317	-
401k \ Health Savings	9,400	-	13,000	6,000
Materials to Purchase (current orders)	145,000	145,000	145,000	145,000
Materials to Purchase (new orders)				
Bariven \ PDVSA				
Donto			4 744	10 500
Rents Recurring Pymts	-	-	4,741 41,424	19,500 12,980
Utilities	3,845	10,810	6,157	22,070
Legal \ Professional fees	22,000	72,000	15,000	55,000
US Trustee	-	-	-	-
General Expenses (i.e. shop expenses)	22,500	22,500	22,500	22,500
Adequate Protection Payments	10,219	-	-	-
In a second of the second of t				120 404
Insurance (Property, Umbrella, Health and Life, et	-	-	-	128,404
		l	<u> </u>	<u> </u>
Total Outflows	338,281	250,310	641,378	411,455
Ending Cash	388,447	449,948	120,382	20,738
New Orders	_	_	_	_
Bariven \ PDVSA	-	- -	-	-
New Orders - Bariven \ PDVDA cumulative	-	-	-	-
Adjusted Ending Cash	388,447	449,948	120,382	20,738

SERVICE LIST

Service List Diverse Energy Systems, et al. #5759 Diverse Energy Systems, LLC, et al. Attn: Todd A. Hass, CFO 1301 McKinney, Suite 3300 Houston, TX 77010

Office of the U.S. Trustee 515 Rusk Ave., Suite 3516 Houston, TX 77002

IRS – U.S. Treasury PO Box 7346 Philadelphia, PA 19101 National Oilwell Varco, L.P., - Mfg. 10000 Richmond Avenue, Suite 100 Houston, TX 77042 Howard Operating – HEP 17806 IH-10 West, Suite 210 San Antonio, TX 78257

Greatwide Dallas Mavis, LLC PO Box 405828 Atlanta, GA 30384-5828 Mustang CAT Power Systems 12800 Northwest Freeway Houston, TX 77040 Jim Anderson 272 Edennold Dr. NW Calgary, Alberta T3A4A4 CANADA

Ratner Steel Supply Company MI14 P.O. Box 9201 Minneapolis, MN 55480-9201

Murphy Industries Dept. 96-0494 Oklahoma City, OK 73196-0494 United Holdings LLC dba Buck's Engines PO Box 731595 Dallas, TX 75373-1595

CGSI PO Box 941417 Houston, TX 77094 Pannell Kerr Forster 5847 San Felipe, Suite 2400 Houston, TX 77057-3092 StrongFab Solutions, Inc. P.O. Box 41266 Houston, TX 77241

FMC Technologies Measurement Solutions, Inc. 14121 Collections Center Drive Chicago, IL 60693

Knighten Machine & Service, Inc. dba Knighten Industries 3323 N. County Rd. W. Odessa, TX 79764

Twin Stars Compression, LLC 100 Iowa Bloomfield, NM 87413

Ventech Process Equipment, Inc. PO Box 4261 Pasadena, TX 77502 Erwin Caraballo 6020 NW 99th Ave., Suite 308 Doral, FL 33178 Texas Industrial Engine Parts, Inc. PO Box 590 George West, TX 78022

World Wide Electric Corp. 3540 Winton Place Rochester, NY 14623 Houston Global Heat Transfer 14446 Smith Rd. Humble, TX 77396 George Fort Ave. 3G No 71-37 Maracaibo, Venezuela

Industrial Piping Specialists Inc. P.O. Box 581270 Tulsa, OK 74158 Command Center, Inc. P.O. Box 951753 Dallas, TX 75395-1753

Westair-Praxair Distribution dba West Air Gas & Equipment PO Box 1339 Abilene, TX 79604

Blackmer, Divison of Dover Energy 1809 Century SW Grand Rapids, WI 49503 Robert D. Duncan dba DK Trucking PO Box 13378 Odessa, TX 79768

General Steel Warehouse, Inc. P.O. Box 2037 Lubbock, TX 79408

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Angus Measurement Systems, LP PO Box 14440 Odessa, TX 79768 Elliott Electric Supply Inc. PO Box 630610 Nacogdoches, TX 75963 Quail Energy Services, LP PO Box 777 Andrews, TX 79714

Anton Friske 78 Shiloh Rd. Odessa, TX 79762

Custom Fiberglass Inc. PO Box 70 Mills, WY 82644 Precision Welding and Machine, LLC PO Box 61710 Midland, TX 79711-1710

Valley Industrial X-Ray & Inspection Service, Inc. APPLUS RTD – VIXR Lockbox 25636 Network Place Chicago, IL 60673-1256 Enterprise Fleet Management Inc. PO Box 800089 Kansas City. MO 64180-0089 Mario A. Castro dba Ace Sheetmetal Production 3237 S. Einstein Ave. Odessa, TX 79766

Duncan Co. 425 Hoover Street NE Minneapolis, MN 55413 Hughes Oilfield Transportation, Inc. 2513 N Mercury Ave. Odessa, TX 79763-1922

Grainger 4110 S County Road 1276 Midland, TX 79706

Ameripride Linen P.O. Box 3160 Bemidji, MN 56619-3160 Permian Machinery Movers, Inc. P.O. Box 11281 Odessa, TX 79760-8281 Alerus Financial - Alerus Acct P.O. Box 6001 Grand Forks, ND 58206

Integral Equipment Leasing, LLC 1301 McKinney, Suite 3300 Houston, TX 77010

Nations Equipment Finance 501 Merritt Seven, 6th Floor Norwalk, CT 06851 Fountain Partners 50 California St., Suite 3330 San Francisco, CA 94111

City of Grafton Municipal Utilities P.O. Box 578 Grafton, ND 58237

Ally P.O. Box 9001948 Louisville, KY 40290-1948 Liberty Power Holdings, LLC 25901 Network Place Chicago, IL 60673

City of Odessa 411 West 8th St. Odessa, TX 79760

AT&T PO Box 5001 Carol Stream, IL 60197 AT&T Mobility PO Box 6463 Carol Stream, IL 60197

Direct TV PO box 78626 Phoenix, AZ 85062 Waste Management PO Box 4648 Carol Stream, IL 60197 De Lage Landen Financial Services, Inc. PO Box 41602 Philadelphia, PA 19101-1602

Midcontinent Communications PO Box 5010 Sioux Falls, SD 57117 SRT Communications P.O. Box 2027 Minot, ND 58702-2027 TW Telecom PO box 172567 Denver, CO 80217

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Municipal Utilities PO Box 578 Grafton, ND 58237 CenturyLink PO Box 91154 Seattle, WA 98111 Polar Communications P.O. Box 270 Park River, ND 58270

Montana Dakota Utilities Co. PO Box 5600 Bismarck, ND 58506-5600 Verendrye Electric Cooperative 615 Hwy 52 West Velva, ND 58790 Comcast Corporation One Comcast Center, 32nd Floor Philadelphia, PA 19103

Refuse Disposal Service 1463 Detweiler Dr. Grafton, ND 58237-2603 The Aldridge Company P.O. Box 56506 Houston, TX 77256